

agreements and understandings among the parties with respect to such subject matter. Any and all prior correspondence, conversations and memoranda are merged herein and shall be without effect hereon. No promises, covenants or representations of any kind, other than those expressly stated herein, have been made to induce any party to enter into this Agreement. This Agreement, including this provision against oral modification, shall not be modified or terminated except by a

16

writing duly signed by each of the parties hereto (but, in the case of each Subsidiary of Worldwide, for only so long as it remains a Subsidiary of Worldwide), and no waiver of any provisions of this Agreement shall be effective unless in writing duly signed by the party sought to be bound. Worldwide and each Subsidiary (and their successors and assigns) may assign all of their respective rights under and interest in this Agreement to the Lenders under the Credit Agreement as collateral security for their respective obligations (and those of any of its successors and assigns) to such Lenders.

17. Code References.

Any references to the Code or Treasury Regulations shall be deemed to refer to the relevant provisions of any such successor statute or regulation and shall refer to such provisions as in effect from time to time.

18. Notices.

Any payment, notice or communication required or permitted to be given under this Agreement shall be in writing (including telecopy communication) and mailed, telecopied or delivered:

If to Parent, to it at:

35 East 62nd Street
New York, New York 10021
Attention: General Counsel
Facsimile: (212) 572-5184

If to Worldwide, to it at:

Jefferson Avenue and Third Street
Camden, New Jersey 08104
Attention: Vice President -- Finance

or to such other address as a party shall furnish in writing to the other parties. All such notices and communications shall be effective when received.

19. Counterparts.

17

This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

20. New Members.
